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5 San Diego, California 92101  
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9 *Counsel for Plaintiff Matteo Guindani*

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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA

10 MATTEO GUINDANI, Derivatively On ) No. 11-cv-03176-PSG  
11 Behalf Of OCLARO, INC., )  
12 vs. Plaintiff, ) STIPULATION AND ORDER  
13 ) CONSOLIDATING ACTIONS AND  
14 ) EXTENDING TIME TO RESPOND  
15 ALAIN COUDER, JERRY TURIN, JAMES )  
16 HAYNES, BERNARD COUILLAUD, )  
17 GIOVANNI BARBAROSSA, EDWARD )  
18 COLLINS, GREG DOUGHERTY, LORI )  
19 HOLLAND, JOEL A. SMITH, and DOES 1- )  
20 10, inclusive, )  
21 )  
22 Defendants, )  
23 -and- )  
24 OCLARO, INC, a Delaware Corporation, )  
25 )  
26 Nominal Defendant. )  
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1 JERMAINE CONEY, Derivatively on ) Case No. 11-cv-03214-HRL  
2 Behalf of OCLARO, INC., )  
3 Plaintiff, )  
4 vs. )  
5 ALAIN COUDER, JERRY TURIN, JAMES )  
6 HAYNES, BERNARD COUILAUD, )  
7 GIOVANNI BARBAROSSA, EDWARD )  
8 COLLINS, GREG DOUGHERTY, LORI )  
9 HOLLAND, JOEL A. SMITH, and DOES )  
10 1-10, inclusive, )  
11 Defendants, )  
12 and )  
13 OCLARO, INC., a Delaware corporation, )  
14 Nominal Defendant. )  
15 \_\_\_\_\_

16 JEFFERSON BRAMAN, derivatively on ) Case No. 11-cv-03322-RS  
17 behalf of OCLARO, INC., )  
18 Plaintiff, )  
19 vs. )  
20 BERNARD COUILAUD, GREG )  
21 DOUGHERTY, EDWARD COLLINS, )  
22 LORI HOLLAND, GIOVANNI )  
23 BARBAROSSA, ALAIN COUDER, JOEL )  
24 A. SMITH III, JERRY TURIN, and JAMES )  
25 HAYNES, )  
26 Defendants, )  
27 and )  
28 OCLARO, INC., )  
29 Nominal Defendant. )  
30 \_\_\_\_\_

1       1. There are presently three related shareholder derivative actions (collectively “Oclaro  
2       Derivative Litigation”) in this Court against certain officers and directors of nominal defendant  
3       Oclaro, Inc. (“Oclaro”). Oclaro and the individual officers and directors named as defendants are  
4       referred to collectively as “defendants.”

5       2.     In an effort to assure consistent rulings and decisions and the avoidance of  
6 unnecessary duplication of effort, the undersigned counsel for parties in the Oclaro Derivative  
7 Litigation currently on file in this Court enter into this stipulation. The counsel are: (1) Johnson &  
8 Weaver, LLP on behalf of plaintiff Matteo Guindani; (2) the Pacific Coast Law Group on behalf of  
9 plaintiff Jermaine Coney; (3) Levi & Korsinsky, LLP on behalf of plaintiff Jefferson Braman; and  
10 (4) Alston & Bird LLP on behalf of nominal defendant Oclaro.

11       3.     The parties agree that the following actions should be related and consolidated for all  
12 purposes, including pre-trial proceedings and trial:

|    | <u>Case Name</u>                   | <u>Case No.</u> | <u>Filing Date</u> |
|----|------------------------------------|-----------------|--------------------|
| 13 | <i>Guindani v. Couder, et al.</i>  | 11-cv-03176-PSG | June 27, 2011      |
| 14 | <i>Coney v. Couder, et al.</i>     | 11-cv-03214-HRL | June 28, 2011      |
| 15 | <i>Braman v. Couillaud, et al.</i> | 11-cv-03322-RS  | July 7, 2011       |

17       4.       The parties agree that every pleading filed in these consolidated actions, or in any  
18 separate action included herein, must bear the following caption:

27       5.       The parties agree that the files of these consolidated actions will be maintained in one  
28 file under Lead Case No. 11-cv-03176-EMC.

1       6. The parties agree that this Order will apply to each case, arising out of the same or  
2 substantially the same transaction or events as these cases, which is subsequently filed in, removed  
3 to or transferred to this Court.

4       7. The parties agree that when a case which properly belongs as part of the *In re Oclaro, Inc. Derivative Litigation*, Lead Case No. 11-cv-03176-EMC, is hereafter filed in this Court or  
5 transferred here from another court, counsel will call to the attention of the clerk of the Court the  
6 filing or transfer of any case that might properly be consolidated as part of the *In re Oclaro, Inc. Derivative Litigation*, Lead Case No. 11-cv-03176-EMC, and counsel are to assist in assuring that  
7 counsel in subsequent actions receive notice of this Order.

10      8. Plaintiffs are attempting to agree upon an appropriate leadership structure. If  
11 plaintiffs cannot reach an agreement, plaintiffs will file motions for lead counsel within 7 days after  
12 entry of this Order, responsive briefs 14 days thereafter, and set for hearing at the Court's first  
13 available hearing date.

14      9. The Oclaro Derivative Litigation is related to the securities class action currently  
15 pending in this Court with the Honorable Edward M. Chen, *Westley v. Oclaro, Inc.*, Case No. 3:11-  
16 CV-02448-EMC (N.D. Cal. filed May 19, 2011) ("Related Securities Class Action").

17      10. On July 7, 2011, plaintiff Guindani filed an Administrative Motion pursuant to Civil  
18 Local Rule 3-12(b) in the Related Securities Class Action seeking to have his case declared a related  
19 case and reassigned to the Court presiding over the Related Securities Class Action. Defendants  
20 filed a Statement of Nonopposition to plaintiff's Administrative Motion pursuant to Civil Local Rule  
21 3-12(b) in the Related Securities Class Action.

22      11. The parties agree that it would be duplicative and wasteful of the Court's resources  
23 for any defendant who has been properly served to have to respond to the individual complaints  
24 before the Court appoints a lead plaintiff and lead plaintiff's counsel and a consolidated complaint is  
25 filed in the Oclaro Derivative Litigation. Therefore, the parties agree that any defendant who has  
26 been properly served need not respond to any complaint in this action or to any other related  
27 complaints that are subsequently assigned, removed to, or transferred to this Court. After the Court  
28 appoints a lead plaintiff and lead plaintiff's counsel and a consolidated complaint is filed, the parties

1 will submit a proposed scheduling order setting forth defendants' time to respond to the consolidated  
2 complaint.

3       12. The parties further agree, subject to the Court's approval, the Initial Case  
4 Management Conferences in *Guindani* and *Coney* scheduled for September 13, 2011, the Initial Case  
5 Management Conference in *Braman* scheduled for October 20, 2011, and the related mandatory  
6 disclosures and other requirements are adjourned until such time as (a) the reassignment of this  
7 action to the Court presiding over the Related Securities Class Action; (b) sixty (60) days after  
8 defendants respond to the consolidated complaint in the Oclaro Derivative Litigation, or (c) to such  
9 other date and time as this Court shall order.

10       13. This Stipulation and Order is without prejudice to, or waiver of, any rights,  
11 arguments, or defenses otherwise available to the parties to this action, including but not limited to, a  
12 defense as to the sufficiency of service of process.

13 **IT IS SO STIPULATED.**

14 DATED: July 19, 2011

JOHNSON & WEAVER, LLP  
FRANK J. JOHNSON  
KEITH M. COCHRAN

---

*s/ Frank J. Johnson*  
FRANK J. JOHNSON

17  
18                   501 West Broadway, Suite 1720  
19                   San Diego, CA 92101  
20                   Telephone: (619) 230-0063  
21                   Facsimile: (619) 238-0622

22                   *Counsel Plaintiff Matteo Guindani*

23 DATED: July 19, 2011

THE PACIFIC COAST LAW GROUP  
MARK A. GOLOVACH

---

*s/ Mark A. Golovach*  
MARK A. GOLOVACH

24  
25                   580 California Street, 16th Floor  
26                   San Francisco, CA 94104  
27                   Tel: (415) 493-0400  
28                   Fax: (415) 493-0232

1  
2  
3 DATED: July 19, 2011

*Counsel for Plaintiff Jermaine Coney*

LEVI & KORSINSKY LLP  
SHANNON L. HOPKINS

4  
5 *s/ Shannon L. Hopkins*

6 30 Broad Street, 15th Floor  
7 New York, NY 10004  
8 Telephone: (212) 363-7500  
9 Facsimile: (212) 363-7171

10 *Attorneys for Plaintiff Jefferson Braman*

11  
12 DATED: July 19, 2011

ALSTON & BIRD LLP  
GIDON M. CAINE

*s/ Gidon M. Caine*  
13 GIDON M. CAINE

14 275 Middlefield Road, Suite 150  
15 Menlo Park, CA 94025  
16 Telephone: (650) 838-2060  
17 Facsimile: (650) 838-2001

18 *Counsel for Nominal Defendant Oclaro, Inc.*

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1 I, Frank J. Johnson, am the ECF User whose ID and password are being used to file this  
2 Stipulation and Order Consolidating Actions and [Proposed] Order. In compliance with General  
3 Order No. 45, X.B., I hereby attest that Mark A. Golovach, Shannon L. Hopkins, and Gidon M.  
4 Caine have concurred in this filing.

5 *s/ Frank J. Johnson*  
6 FRANK J. JOHNSON

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## ORDER

UPON STIPULATION, AND GOOD CAUSE APPEARING, IT IS HEREBY ORDERED  
AS FOLLOWS:

1. The following actions are related and consolidated for all purposes, including pre-trial proceedings and trial:

| <u>Case Name</u>                   | <u>Case No.</u> | <u>Filing Date</u> |
|------------------------------------|-----------------|--------------------|
| <i>Guindani v. Couder, et al.</i>  | 11-cv-03176-PSG | June 27, 2011      |
| <i>Coney v. Couder, et al.</i>     | 11-cv-03214-HRL | June 28, 2011      |
| <i>Braman v. Couillaud, et al.</i> | 11-cv-03322-RS  | July 7, 2011       |

These consolidated actions, and any action consolidated with them, shall be called the “Oclaro Derivative Litigation.”

2. The Oclaro Derivative Litigation is related to the securities class action currently pending in this Court before the Honorable Edward M. Chen, styled *Westley v. Oclaro, Inc.*, Case No. 3:11-CV-02448-EMC (N.D. Cal. filed May 19, 2011) (“Related Securities Class Action”), and is reassigned to Judge Chen.

3. Every pleading filed in the Oclaro Derivative Litigation, or in any separate action included herein, must bear the following caption:

UNITED STATES DISTRICT COURT

**NORTHERN DISTRICT OF CALIFORNIA**

IN RE OCLARO, INC. DERIVATIVE  
LITIGATION ) Lead Case No. 11-cv-03176-EMC  
 )  
 ) (Derivative Action)

## This Document Relates To:

## ALL ACTIONS.

*Subject to appropriate related case caption in connection with C11-2488 EMC.*

4. The files of the Oclaro Derivative Litigation will be maintained in one file under Lead Case No. 11-cv-03176-EMC.

1       5. This Order will apply to each case, arising out of the same or substantially the  
2 same transactions or events as these cases, which is subsequently filed in, removed to or  
3 transferred to this Court.

4       6. When a case which properly belongs as part of the *In re Oclaro, Inc. Derivative*  
5 *Litigation*, Lead Case No. 11-cv-03176-EMC, is hereafter filed in this Court or transferred here  
6 from another court, counsel will call to the attention of the clerk of the Court the filing or transfer  
7 of any case that might properly be consolidated as part of the *In re Oclaro, Inc. Derivative*  
8 *Litigation*, Lead Case No. 11-cv-03176-EMC, and counsel are to assist in assuring that counsel  
9 in subsequent actions receive notice of this Order.

10      7. If plaintiffs cannot reach an agreement as to a leadership structure, plaintiffs will  
11 file motions for lead counsel within 7 days after entry of this Order, responsive briefs 14 days  
12 thereafter, and the Court will hear the matter on such date at it will subsequently Order.

13      8. Any defendant who has been properly served need not respond to any complaint  
14 in this action or to any other related complaints that are subsequently assigned, removed to, or  
15 transferred to this Court. After the Court appoints a lead plaintiff and lead plaintiff's counsel and  
16 a consolidated complaint is filed, the parties will submit a proposed scheduling order setting  
17 forth defendants' time to respond to the consolidated complaint.

18      9. The Initial Case Management Conferences in *Guindani* and *Coney* scheduled for  
19 September 13, 2011, the Initial Case Management Conference in *Braman* scheduled for October  
20 20, 2011, and the related mandatory disclosures and other requirements are adjourned until such  
21 time as (a) the reassignment of this action to the Court presiding over the Related Securities  
22 Class Action; (b) sixty (60) days after defendants respond to the consolidated complaint in the  
23 Oclaro Derivative Litigation; or (c) to such other date and time as this Court shall order.

24      *Unless further order to the contrary, the CMC is this consolidated case will be held*  
25 *on 12/2/11 at 9:00 a.m. A joint CMC Statement shall be filed by 11/23/11.*

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1       10. This Stipulation and Order is without prejudice to, or waiver of, any rights,  
2 arguments, or defenses otherwise available to the parties to this action, including but not limited  
3 to, a defense as to the sufficiency of service of process.

4       **IT IS SO ORDERED** *as modified on p. 1, line 25 and p. 2 lines 24 of the*  
5 *Order.*

6       7/20/11

7       DATED



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